



6. Defendant admits he resides in Calgary, Alberta, Canada and was an employee of VBF from July 1, 2016 through January 13, 2017. Defendant admits that he was an independent contractor for VeroBlue through December 2017. All other allegations in Paragraph 6 of the Complaint are denied.

7. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 7 of the Complaint; therefore, deny.

8. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 8 of the Complaint; therefore, deny.

9. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 9 of the Complaint; therefore, deny.

10. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 10 of the Complaint; therefore, deny.

11. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 11 of the Complaint; therefore, deny.

12. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 12 of the Complaint; therefore, deny.

13. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 13 of the Complaint; therefore, deny.

14. Defendant admits that subject matter jurisdiction as to Defendant is proper.

15. Defendant admits that subject matter jurisdiction as to Defendant is proper.

16. Defendant admits that venue is proper as to Defendant.

17. Defendant admits that personal jurisdiction is proper as to Defendant.

18. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 18 of the Complaint; therefore, deny.

19. Defendant denies the allegations contained in Paragraph 19 of the Complaint.

20. Defendant denies the allegations contained in Paragraph 20 of the Complaint.

21. Defendant denies the allegations contained in Paragraph 21 of the Complaint.

22. Defendant denies the allegations contained in Paragraph 22 of the Complaint.

23. Defendant denies the allegations contained in Paragraph 23 of the Complaint.

24. Paragraph 24 states a legal conclusion and thus, requires no response from Defendant. To the extent a response is required, deny.

25. Defendant denies the allegations contained in Paragraph 25 of the Complaint.

26. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 26 of the Complaint; therefore, deny.

27. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 27 of the Complaint; therefore, deny.

28. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 28 of the Complaint; therefore, deny.

29. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 29 of the Complaint; therefore, deny.

30. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 30 of the Complaint; therefore, deny.

31. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 31 of the Complaint; therefore, deny.

32. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 32 of the Complaint; therefore, deny.

33. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 33 of the Complaint; therefore, deny.

34. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 34 of the Complaint; therefore, deny.

35. Defendant admits the allegations contained in Paragraph 35 of the Complaint;

36. Defendant admits the allegations contained in Paragraph 36 of the Complaint;

37. Defendant lacks sufficient information to admit or deny the remaining allegations in Paragraph 37 of the Complaint; therefore, deny.

38. Defendant denies the allegations in Paragraph 38 with respect to his compensation; Defendant lacks sufficient information to admit or deny the remaining allegations in Paragraph 38 of the Complaint; therefore, deny.

39. Defendant denies the allegations in Paragraph 39 with respect to his compensation; Defendant lacks sufficient information to admit or deny the remaining allegations in Paragraph 39 of the Complaint; therefore, deny.

40. Defendant...the allegations in Paragraph 40 of the Complaint.

41. Defendant...the allegations in Paragraph 41 of the Complaint.

42. Defendant admits that Christine Gagne is Defendant Wulf's daughter and a Canadian citizen and that Gagne worked for VBF as a 1099 contractor. Defendant denies the remaining allegations of Paragraph 42.

43. Defendant lacks sufficient information to admit or deny the remaining allegations in Paragraph 43 of the Complaint; therefore, deny.

44. Defendant lacks sufficient information to admit or deny the remaining allegations in Paragraph 44 of the Complaint; therefore, deny.

45. Defendant lacks sufficient information to admit or deny the remaining allegations in Paragraph 45 of the Complaint; therefore, deny.

46. Defendant admits the allegations contained in Paragraph 46 of the Complaint;

47. Defendant denies the allegations contained in Paragraph 47 of the Complaint;

48. Defendant denies the allegations contained in Paragraph 48 of the Complaint;

49. Defendant denies the allegations contained in Paragraph 49 of the Complaint.

50. Defendant lacks sufficient information to admit or deny the remaining allegations in Paragraph 50 of the Complaint; therefore, deny.

51. Defendant denies the allegations contained in Paragraph 51 of the Complaint.

52. Defendant lacks sufficient information to admit or deny the allegations in Paragraph 52(a), (b), (c), (g), and (h) of the Complaint; therefore, deny. Defendant admits he traveled to Australia alone in Business Class on one occasion for meetings with potential partners. Defendant denies the remaining allegations contained in Paragraph 52 of the Complaint.

53. Defendant denies the last sentence in Paragraph 53 of the Complaint. Defendant lacks sufficient information to admit or deny the remaining the allegations contained in Paragraph 53 of the Complaint; therefore, deny.

54. Defendant denies the allegations contained in Paragraph 54 of the Complaint.

55. Defendant denies the allegations contained in Paragraph 55 of the Complaint.

56. Defendant denies the allegations contained in Paragraph 56 of the Complaint.

57. Defendant...the allegations contained in Paragraph 57 of the Complaint.

58. Defendant admits the allegations contained in Paragraph 58 of the Complaint.

59. Defendant admits the allegations contained in Paragraph 59 of the Complaint.

60. Defendant admits the allegations contained in Paragraph 60 of the Complaint.

61. Defendant denies the allegations contained in Paragraph 61 of the Complaint.

62. Defendant denies the allegations contained in Paragraph 62 of the Complaint.

63. Defendant denies the allegations contained in Paragraph 63 of the Complaint.

64. Defendant denies the allegations contained in Paragraph 64 of the Complaint.

65. Defendant denies the allegations contained in Paragraph 65 of the Complaint.

66. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 66 of the Complaint; therefore, deny.

67. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 67 of the Complaint; therefore, deny.

68. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 68 of the Complaint; therefore, deny.

69. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 69 of the Complaint; therefore, deny.

70. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 70 of the Complaint; therefore, deny.

71. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 71 of the Complaint; therefore, deny.

72. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 72 of the Complaint; therefore, deny.

73. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 73 of the Complaint; therefore, deny.

74. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 74 of the Complaint; therefore, deny.

75. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 75 of the Complaint; therefore, deny.

76. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 76 of the Complaint; therefore, deny.

77. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 77 of the Complaint; therefore, deny.

78. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 78 of the Complaint; therefore, deny.

79. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 79 of the Complaint; therefore, deny.

80. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 80 of the Complaint; therefore, deny.

81. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 81 of the Complaint; therefore, deny.

82. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 82 of the Complaint; therefore, deny.

83. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 83 of the Complaint; therefore, deny.

84. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 84 of the Complaint; therefore, deny.

85. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 85 of the Complaint; therefore, deny.

86. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 86 of the Complaint; therefore, deny.

87. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 87 of the Complaint; therefore, deny.

88. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 88 of the Complaint; therefore, deny.

89. Paragraph 89 of the Complaint does not contain any factual allegations. To the extent a response is required, deny.

90. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 90 of the Complaint; therefore, deny.

91. Defendant denies the allegations contained in Paragraph 91 of the Complaint.

92. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 92 of the Complaint; therefore, deny.

93. Defendant denies the allegations contained in Paragraph 93 of the Complaint.

94. Defendant denies the allegations contained in Paragraph 94 of the Complaint.

95. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 95 of the Complaint; therefore, deny.

96. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 96 of the Complaint; therefore, deny.

97. Defendant admits the allegations contained in Paragraph 97 of the Complaint.



98. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 98 of the Complaint; therefore, deny.

99. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 99 of the Complaint; therefore, deny.

100. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 100 of the Complaint; therefore, deny.

101. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 101 of the Complaint; therefore, deny.

102. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 102 of the Complaint; therefore, deny.

103. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 103 of the Complaint; therefore, deny.

104. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 104 of the Complaint; therefore, deny.

105. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 105 of the Complaint; therefore, deny.

106. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 106 of the Complaint; therefore, deny.

107. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 107 of the Complaint; therefore, deny.

108. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 108 of the Complaint; therefore, deny.

109. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 109 of the Complaint; therefore, deny.

110. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 110 of the Complaint; therefore, deny.

111. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 111 of the Complaint; therefore, deny.

112. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 112 of the Complaint; therefore, deny.

113. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 113 of the Complaint; therefore, deny.

114. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 114 of the Complaint; therefore, deny.

115. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 115 of the Complaint; therefore, deny.

116. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 116 of the Complaint; therefore, deny.

117. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 117 of the Complaint; therefore, deny.

118. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 118 of the Complaint; therefore, deny.

119. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 119 of the Complaint; therefore, deny.

120. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 120 of the Complaint; therefore, deny.

121. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 121 of the Complaint; therefore, deny.

122. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 122 of the Complaint; therefore, deny.

123. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 123 of the Complaint; therefore, deny.

124. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 124 of the Complaint; therefore, deny.

125. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 125 of the Complaint; therefore, deny.

126. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 126 of the Complaint; therefore, deny.

127. Defendant admits/denies the allegations contained in Paragraph 127 of the Complaint.

128. Defendant denies the allegations contained in the first Paragraph 128 of the Complaint. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 128 of the Complaint; therefore, deny.

129. Defendant lacks sufficient knowledge to admit or deny the g allegations contained in Paragraph 129 of the Complaint; therefore, deny.

130. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 130 of the Complaint; therefore, deny.

131. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 131 of the Complaint; therefore, deny.

132. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 132 of the Complaint; therefore, deny.

133. Defendant denies the allegations contained in Paragraph 133 of the Complaint.

134. Defendant denies the allegations contained in Paragraph 134 of the Complaint.

135. Defendant denies the allegations contained in Paragraph 135 of the Complaint.

136. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 136 of the Complaint; therefore, deny.

137. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 137 of the Complaint; therefore, deny.

138. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 138 of the Complaint; therefore, deny.

139. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 139 of the Complaint; therefore, deny.

140. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 140 of the Complaint; therefore, deny.

141. Defendant denies the allegations contained in Paragraph 142 of the Complaint.

142. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 142 of the Complaint; therefore, deny.

143. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 143 of the Complaint; therefore, deny.

144. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 144 of the Complaint; therefore, deny.

145. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 145 of the Complaint; therefore, deny.

146. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 146 of the Complaint; therefore, deny.

147. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 147 of the Complaint; therefore, deny.

148. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 148 of the Complaint; therefore, deny.

149. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 149 of the Complaint; therefore, deny.

150. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 150 of the Complaint; therefore, deny.

151. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 151 of the Complaint; therefore, deny.

152. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 152 of the Complaint; therefore, deny.

153. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 153 of the Complaint; therefore, deny.

154. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 154 of the Complaint; therefore, deny.

155. Defendant denies the allegations contained in Paragraph 155 of the Complaint.

156. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 156 of the Complaint; therefore, deny.

157. Defendant denies the allegations contained in Paragraph 157 of the Complaint.

158. Defendant denies the allegations contained in Paragraph 158 of the Complaint.

159. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 159 of the Complaint; therefore, deny.

160. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 160 of the Complaint; therefore, deny.

161. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 161 of the Complaint; therefore, deny.

162. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 162 of the Complaint; therefore, deny.

163. Defendant deny the allegations contained in Paragraph 163 of the Complaint.

164. Defendant admit the allegations contained in Paragraph 164 of the Complaint.

165. Defendant denies the allegations contained in Paragraph 165 of the Complaint.

166. Defendant denies the allegations contained in Paragraph 166 of the Complaint.

167. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 167 of the Complaint; therefore, deny.

168. Defendant denies the allegations contained in Paragraph 168 of the Complaint.

169. Defendant denies the allegations contained in Paragraph 169 of the Complaint.

170. Defendant denies the allegations contained in Paragraph 170 of the Complaint.

171. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 171 of the Complaint; therefore, deny.

172. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 172 of the Complaint; therefore, deny.

173. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 173 of the Complaint; therefore, deny.

174. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 174 of the Complaint; therefore, deny.

175. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 175 of the Complaint; therefore, deny.

176. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 176 of the Complaint; therefore, deny.

177. Defendant denies the allegations contained in Paragraph 177 of the Complaint as to Defendant. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 177 of the Complaint; therefore, deny.

178. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 178 of the Complaint; therefore, deny.

179. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 179 of the Complaint; therefore, deny.

180. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 180 of the Complaint; therefore, deny.

181. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 181 of the Complaint; therefore, deny.

182. Defendant denies the allegations contained in Paragraph 182 of the Complaint as to Defendant. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 182 of the Complaint; therefore, deny.

183. Defendant admits the allegations contained in Paragraph 183 of the Complaint.

184. Defendant denies the allegations contained in Paragraph 184 of the Complaint as to Defendant. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 184 of the Complaint; therefore, deny.

185. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 185 of the Complaint; therefore, deny.

186. Defendant denies the allegations contained in Paragraph 186 of the Complaint as to Defendant. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 186 of the Complaint; therefore, deny.

187. Defendant denies the allegations contained in Paragraph 187 of the Complaint as to Defendant. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 187 of the Complaint; therefore, deny.

188. Defendant denies the allegations contained in Paragraph 188 of the Complaint as to Defendant. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 188 of the Complaint; therefore, deny.

189. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 189 of the Complaint; therefore, deny.

190. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 190 of the Complaint; therefore, deny.



191. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 191 of the Complaint; therefore, deny.

192. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 192 of the Complaint; therefore, deny.

193. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 193 of the Complaint; therefore, deny.

194. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 194 of the Complaint; therefore, deny.

195. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 195 of the Complaint; therefore, deny.

196. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 196 of the Complaint; therefore, deny.

197. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 197 of the Complaint; therefore, deny.

198. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 198 of the Complaint; therefore, deny.

199. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 199 of the Complaint; therefore, deny.

200. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 200 of the Complaint; therefore, deny.

201. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 201 of the Complaint; therefore, deny.

202. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 202 of the Complaint; therefore, deny.

203. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 203 of the Complaint; therefore, deny.

204. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 204 of the Complaint; therefore, deny.

205. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 205 of the Complaint; therefore, deny.

206. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 206 of the Complaint; therefore, deny.

207. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 207 of the Complaint; therefore, deny.

208. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 208 of the Complaint; therefore, deny.

209. Defendant denies the allegations in Paragraph 209 as to Defendant. Defendant lacks sufficient knowledge to admit or deny the remaining allegations contained in Paragraph 209 of the Complaint; therefore, deny.

210. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 210 of the Complaint; therefore, deny.

211. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 211 of the Complaint; therefore, deny.

212. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 212 of the Complaint; therefore, deny.

213. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 213 of the Complaint; therefore, deny.

214. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 214 of the Complaint; therefore, deny.

215. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 215 of the Complaint; therefore, deny.

216. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 216 of the Complaint; therefore, deny.

217. Defendant admits the allegations contained in Paragraph 217 of the Complaint.

218. Defendant admits the allegations contained in Paragraph 218 of the Complaint.

219. Defendant denies the allegations contained in Paragraph 219 of the Complaint.

220. Defendant denies the allegations contained in Paragraph 220 of the Complaint.

221. Defendant admits the allegations contained in Paragraph 221 of the Complaint.

222. Defendant admits the allegations contained in Paragraph 222 of the Complaint.

223. Defendant admits the allegations contained in Paragraph 223 of the Complaint.

224. Defendant denies the allegations contained in Paragraph 224 of the Complaint.

225. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 225 of the Complaint; therefore, deny.

226. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 226 of the Complaint; therefore, deny.

227. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 227 of the Complaint; therefore, deny.

228. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 228 of the Complaint; therefore, deny.

229. Defendant lacks sufficient knowledge to admit or deny the allegations contained in Paragraph 229 of the Complaint; therefore, deny.

**COUNT I**  
**BREACH OF FIDUCIARY DUTY – ALL FOUNDERS**

230. Defendant realleges and incorporates his responses to Paragraphs 1-229 herein as this Paragraph 230.

231. Paragraph 231 states a legal conclusion and thus, requires no response from Defendant. To the extent a response is required, deny.

232. Paragraph 232 states a legal conclusion and thus, requires no response from Defendant. To the extent a response is required, deny.

233. Paragraph 233 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

234. Paragraph 234 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

235. Paragraph 235 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT II**  
**FRAUDULENT CONCEALMENT – ALL FOUNDERS**

236. Defendant realleges and incorporates his responses to Paragraphs 1-235 herein as this Paragraph 236.

237. Paragraph 237 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

238. Paragraph 238 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

239. Paragraph 239 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

240. Paragraph 240 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

241. Paragraph 241 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

242. Paragraph 242 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

243. Paragraph 243 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT III**  
**FRAUDULENT MISREPRESENTATION – ALL FOUNDERS**

244. Defendant realleges and incorporates his responses to Paragraphs 1-243 herein as this Paragraph 244.

245. Paragraph 245 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

246. Paragraph 246 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

247. Paragraph 247 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

248. Paragraph 248 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

249. Paragraph 249 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

250. Paragraph 250 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT IV**  
**CONSTRUCTIVE FRAUD – ALL FOUNDERS**

251. Defendant realleges and incorporates his responses to Paragraphs 1-250 herein as this Paragraph 251.

252. Paragraph 252 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

253. Paragraph 253 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

254. Paragraph 254 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT V**  
**UNIFORM VOIDABLE TRANSFERS ACT**  
**(IOWA CODE §684.4(1)(a)) – ALL FOUNDERS**

255. Defendant realleges and incorporates his responses to Paragraphs 1-254 herein as this Paragraph 255.

256. Paragraph 256 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

257. Paragraph 257 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

258. Paragraph 258 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

259. Paragraph 259 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

260. Paragraph 260 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

261. Paragraph 261 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

262. Paragraph 262 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT VI**  
**UNIFORM VOIDABLE TRANSFERS ACT**  
**(IOWA CODE §684.4(1)(b)) – ALL FOUNDERS**

263. Defendant realleges and incorporates his responses to Paragraphs 1-262 herein as Paragraph 263.

264. Paragraph 264 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

265. Paragraph 265 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

266. Paragraph 266 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

267. Paragraph 267 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

268. Paragraph 268 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

269. Paragraph 269 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

270. Paragraph 270 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT VII**  
**ACTUAL FRAUDULENT TRANSFER (TEXAS LAW) -**  
**ALL FOUNDERS (TEX. BUS. & COMM. CODE § 24.005(a)(1))**

271. Defendant realleges and incorporates his responses to Paragraphs 1-270 herein as Paragraph 271.

272. Paragraph 272 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

273. Paragraph 273 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

274. Paragraph 274 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

275. Paragraph 275 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

276. Paragraph 276 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

277. Paragraph 277 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

278. Paragraph 278 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.



279. Paragraph 279 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT VIII**  
**CONSTRUCTIVE FRAUDULENT TRANSFER (TEXAS LAW) -**  
**ALL FOUNDERS (TEX. BUS. & COMM. CODE § 24.005(a)(2))**

280. Defendant realleges and incorporates his responses to Paragraphs 1-279 herein as Paragraph 280.

281. Paragraph 281 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

282. Paragraph 282 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

283. Paragraph 283 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

284. Paragraph 284 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

285. Paragraph 285 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

286. Paragraph 286 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

287. Paragraph 287 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

288. Paragraph 288 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT IX**  
**CIVIL CONSPIRACY – ALL FOUNDERS**

289. Defendant realleges and incorporates his responses to Paragraphs 1-288 herein as this Paragraph 289.

290. Paragraph 290 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

291. Paragraph 291 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

292. Paragraph 292 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

293. Paragraph 293 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

294. Paragraph 294 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT X**  
**AIDING AND ABETTING – ALL FOUNDERS**

295. Defendant realleges and incorporates his responses to Paragraphs 1-294 herein as this Paragraph 295.

296. Paragraph 296 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

297. Paragraph 297 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

298. Paragraph 298 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XI**  
**UNJUST ENRICHMENT – ALL FOUNDERS**

299. Defendant realleges and incorporates his responses to Paragraphs 1-298 herein as this Paragraph 299.

300. Paragraph 300 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XII**  
**EQUITABLE ACCOUNTING – ALL FOUNDERS**

301. Defendant realleges and incorporates his responses to Paragraphs 1-300 herein as this Paragraph 301.

302. Paragraph 302

303. Paragraph 303

304. Paragraph 304 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

305. Paragraph 305 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XIII**  
**DECLARATORY JUDGMENT –**  
**ALL TRANSACTIONS VOID – ALL FOUNDERS**

306. Defendant realleges and incorporates his responses to Paragraphs 1-305 herein as this Paragraph 306.

307. Paragraph 307 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

308. Paragraph 308 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XIV**  
**RESCISSION-TERMINATION AGREEMENTS, SELECTIVE**  
**PROVISIONS AND DECLARATORY JUDGMENT – HALL, DRIVER, TED REA**

309. Defendant realleges and incorporates his responses to Paragraphs 1-308 herein as this Paragraph 309.

310. Paragraph 310 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

311. Paragraph 311 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

312. Paragraph 312 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

313. Paragraph 313 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

314. Paragraph 314 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

315. Paragraph 315 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

316. Paragraph 316 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

317. Paragraph 317 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

318. Paragraph 318 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

319. Paragraph 319 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

320. Paragraph 320 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

321. Paragraph 321 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

322. Paragraph 322 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XV**  
**DECLARATORY JUDGMENT – JAMES REA**

323. Defendant realleges and incorporates his responses to Paragraphs 1-322 herein as this Paragraph 323.

324. Paragraph 324 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

325. Paragraph 325 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

326. Paragraph 326 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

327. Paragraph 327 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XVI - RESCISSION**  
**EMPLOYMENT AGREEMENT – JAMES REA**

328. Defendant realleges and incorporates his responses to Paragraphs 1-327 herein as this Paragraph 328.

329. Paragraph 329 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

330. Paragraph 330 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

331. Paragraph 331 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

332. Paragraph 332 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

333. Paragraph 333 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

334. Paragraph 334 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

335. Paragraph 335 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

336. Paragraph 336 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

337. Paragraph 337 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XVII**  
**RESCISSION - SEPARATION AGREEMENT – WULF**

338. Defendant realleges and incorporates his responses to Paragraphs 1-337 herein as this Paragraph 338.

339. Paragraph 339 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

340. Paragraph 340 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

341. Paragraph 341 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

342. Paragraph 342 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

343. Paragraph 343 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

344. Paragraph 344 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

345. Paragraph 345 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

346. Paragraph 346 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

347. Paragraph 347 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

348. Paragraph 348 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

349. Paragraph 349 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XVIII**  
**DECLARATORY JUDGMENT – SEPARATION AGREEMENT - WULF**

350. Defendant realleges and incorporates his responses to Paragraphs 1-349 herein as Paragraph 350.

351. Paragraph 351 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

352. Paragraph 352 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XIX**  
**RESTITUTION – HALL, TED REA, DRIVER AND WULF**

353. Defendant realleges and incorporates his responses to Paragraphs 1-352 herein as Paragraph 353.

354. Paragraph 354 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

355. Paragraph 355 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

356. Paragraph 356 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

357. Paragraph 357 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XX**  
**CONSPIRACY - CANACCORD**

358. Defendant realleges and incorporates his responses to Paragraphs 1-357 herein as Paragraph 358.

359. Paragraph 359 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

360. Paragraph 360 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.



361. Paragraph 361 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

362. Paragraph 362 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

363. Paragraph 363 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XXI**  
**AIDING AND ABETTING CONSPIRACY - CANACCORD**

364. Defendant realleges and incorporates his responses to Paragraphs 1-363 herein as Paragraph 364.

365. Paragraph 365 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

366. Paragraph 366 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

367. Paragraph 367 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

368. Paragraph 368 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

369. Paragraph 369 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XXII**  
**CONSPIRACY – CHRISTINE GAGNE**

370. Defendant realleges and incorporates his responses to Paragraphs 1-369 herein as Paragraph 370.

371. Paragraph 371 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

372. Paragraph 372 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

373. Paragraph 373 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

374. Paragraph 374 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

375. Paragraph 375 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XXIII**  
**AIDING AND ABETTING CONSPIRACY - CHRISTINE GAGNE**

376. Defendant realleges and incorporates his responses to Paragraphs 1-375 herein as Paragraph 376.

377. Paragraph 377 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

378. Paragraph 378 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

379. Paragraph 379 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

380. Paragraph 380 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

381. Paragraph 381 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

382. Paragraph 382 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

383. Paragraph 383 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XXIV**  
**UNJUST ENRICHMENT - CHRISTINE GAGNE**

384. Defendant realleges and incorporates his response to Paragraphs 1-383 herein as Paragraph 384.

385. Paragraph 385 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

386. Paragraph 386 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XXV**  
**CONSPIRACY – MANIACI**

387. Defendant realleges and incorporates his response to Paragraphs 1-386 herein as Paragraph 387.

388. Paragraph 388 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

389. Paragraph 389 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

390. Paragraph 390 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

391. Paragraph 391 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

392. Paragraph 392 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XXVI**  
**AIDING AND ABETTING - MANIAC**

393. Defendant realleges and incorporates his response to Paragraphs 1-392 herein as Paragraph 393.

394. Paragraph 394 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

395. Paragraph 395 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

396. Paragraph 396 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

397. Paragraph 397 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

398. Paragraph 398 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

399. Paragraph 399 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**COUNT XXVII**  
**VIOLATIONS OF RACKETEER INFLUENCED AND CORRUPT**  
**ORGANIZATIONS ACT (RICO) (18 U.S.C. § 1962(c)) – FOUNDERS**

400. Defendant realleges and incorporates his response to Paragraphs 1-399 herein as Paragraph 400.

401. Paragraph 401 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

402. Paragraph 402 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

403. Paragraph 403 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

404. Paragraph 404 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

405. Paragraph 405 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

406. Paragraph 406 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

407. Paragraph 407 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

408. Paragraph 408 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

409. Paragraph 409 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

410. Paragraph 410 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

411. Paragraph 411 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

412. Paragraph 412 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

413. Paragraph 413 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

414. Paragraph 414 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

415. Paragraph 415 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

416. Paragraph 416 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

417. Paragraph 417 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

418. Paragraph 418 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

419. Paragraph 419 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

420. Paragraph 420 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

421. Paragraph 421 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

422. Paragraph 422 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

423. Paragraph 423 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

424. Paragraph 424 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

425. Paragraph 425 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

426. Paragraph 426 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

427. Paragraph 427 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

428. Paragraph 428 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

429. Paragraph 429 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

430. Paragraph 430 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

431. Paragraph 431 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

432. Paragraph 432 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

433. Paragraph 433 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

434. Paragraph 434 states legal conclusions and thus, requires no response from Defendant. To the extent a response is required, deny.

**AFFIRMATIVE DEFENSES**

**FIRST AFFIRMATIVE DEFENSE**

**Failure to State a Claim**

Plaintiff's Amended Complaint fails to state a claim upon which relief may be granted.

**SECOND AFFIRMATIVE DEFENSE**

**Waiver**

VBF, via its Board of Directors, was notified and informed of all the alleged actions taken by Defendant in the Complaint and approved all of these actions via board resolution. Plaintiff's claims are barred by the doctrine of waiver.

**THIRD AFFIRMATIVE DEFENSE**

**Unclean Hands**

VBF is not bringing this suit to be compensated for damages inflicted by Defendant, but instead to avoid certain contractual obligations it owes to Defendant under his Employment Agreement and Release Agreement. Thus, Plaintiff's claims are barred by the doctrine of unclean hands.

**FOURTH AFFIRMATIVE DEFENSE**

**Release**

VBF entered into a Release Agreement with Defendant in January 2017. In the Release Agreement, VBF released Defendant from "any and all charges, complaints, claims, liabilities, obligations, promises, agreements, controversies, damages, actions, causes of action, suits, rights, demand, costs, losses, debts and expenses ... of any nature whatsoever, known or unknown... which the Company [] now have, own, hold..." Thus, VBF's claims against Defendant are barred by these releases.

**FIFTH AFFIRMATIVE DEFENSE**

**Ratification**



Each and every one of the alleged actions in VBF's Complaint were presented to and approved by VBF's Board of Directors and was ratified in writing by the Board. These ratifications bar all of Plaintiff's claims.

**SIXTH AFFIRMATIVE DEFENSE**  
**Estoppel**

For all of the reasons stated above, VBF's claims are barred in whole or part by estoppel.

**WHEREFORE**, Defendant respectfully prays that Plaintiff takes nothing in its suit, that judgment be rendered in favor of the Defendant, that Defendant recover such other and further relief, legal or equitable, to which Defendant may be justly entitled, or the Court deems proper.

Respectfully submitted,

By: /s/ Heath Cheek  
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**ATTORNEYS FOR DEFENDANT  
KEITH DRIVER**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the above and foregoing was served upon counsel of record for all parties via ECF Service.

**DATED** this 29th day of October, 2019.

/s/ Heath Cheek  
R. Heath Cheek

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